

## Bundle Remuneration & Terms of Service Committee 1 February 2021

- 1 R21.1 Apologies (Jo Whitehead to leave at 3.00pm; Arpan Guha to leave at 3.30pm)
- 2 R21.2 Declarations of Interests
- 3 R21.3 Draft minutes of previous meeting 6.10.20 - for approval  
R21.3 Minutes RATS 6.10.20 v0.01 draft.doc
- 3.1 R21.3a Action log  
R21.3a RaTS Summary Action log Public\_live document (002).docx
- 4 R21.4 Matters considered in private at the last meeting, to be reported in public: Upholding Professional Standards in Wales; Managing the Primary Care Performers List; Uplift of pay for employees and workers on ad hoc pay rates in Primary Care
- 5 R21.5 Revised R&TS Committee Terms of Reference for agreement (3.1.3 wording amendment at Audit Committee request, to reflect all registered professionals)  
R21.5 RATS ToR V6.03 Draft 22 1 21 AMENDED SECT 3.1.3 awaiting approval.docx
- 6 R21.6 Any other business
- 7 R21.7 Date of next meeting - 22.4.21
- 8 R21.8 Resolution to move to private session



## Remuneration & Terms of Service Committee (R&TS)

Minutes of the Meeting Held on  
6.10.20 via Webex

<b>Present:</b>	
Lucy Reid Medwyn Hughes Jackie Hughes	Health Board Vice-Chair - Chairing Independent Member Independent Member
<b>In Attendance:</b>	
Mel Baker Sue Green Arpan Guha Gill Harris Liz Jones Berwyn Owen	Lead Manager, Office of the Medical Director Executive Director of Workforce & Organisational Development (OD) Acting Executive Medical Director (part meeting) Acting Chief Executive Assistant Director, Corporate Governance Chief Pharmacist (part meeting)
<b>Agenda Item</b>	<b>Action</b>
<b>R20.60 Apologies</b>	
Apologies were received from Mark Polin.	
<b>R20.61 Declarations of interests</b>	
None.	
<b>R20.62 Draft minutes of previous meeting held on 20.7.20</b>	
The minutes were approved as an accurate record.	
<b>R20.63 Summary action log</b>	
The action log was reviewed and updated accordingly.	
<b>R20.64 Matters considered in private at the last meeting, to be noted in public</b>	
It was noted that Upholding Professional Standards in Wales (UPSW); Executive Team/Senior roles; Interim Executive Medical Director arrangements; the Chief Executive appointment and Interim Chief Executive arrangements had been considered in private at the meeting held on 20.7.20.	
<b>R20.65 Draft revised R&amp;TS Committee terms of reference</b>	
R20.65.1 Additions to the terms of reference were agreed as follows:	

<p><i>3.1.9 consider reports on behalf of the Board giving an account of progress on performers list regulatory cases.</i></p> <p><i>3.1.10 consider reports on behalf of the Board on the position as regards whistleblowing and Safe haven.</i></p> <p>R20.65.2 The Executive Director of Workforce and OD added that she believed that the number of Executives in attendance needed to be increased. The Acting Chief Executive added that she felt the number of Independent Members should also increase, given the size of the organisation. Following discussion, it was agreed that the current 4 Independent Members was a sufficient number, and that there should always be one more Independent Member than Executives. Therefore, the Executive Medical Director would be added to the Chief Executive/Deputy Chief Executive and Executive Director of Workforce &amp; OD to bring the number 'in attendance' up to 3, and Executive quoracy would be amended to read '<i>at least 2</i>'.</p> <p>R20.65.3 It was also recognised that the input of the Executive Director of Finance was crucial to many R&amp;TS Committee papers. It was therefore agreed to add the statement '<i>the Executive Director of Finance may be invited to attend as required, and will be consulted on any paper to be submitted to the Committee which may have financial implications</i>'. In response to an Independent Member, the Executive Director of Workforce &amp; OD stated that it would not be appropriate to list the Director of Governance as an observer at the present time, as that role had not as yet been fully created and interim arrangements were in place for the time being. However, she and the Acting Chief Executive agreed that consideration could be given to building this into future thinking.</p>	
<p><b>R20.66 Health Care Professions Council (HCPC) and General Pharmaceutical Council Wales (GPhC) Professional Registration Report 2019-2020</b></p> <p>R20.66.1 The Chief Pharmacist joined the meeting for this agenda item. An Independent Member observed that the report presented information about lapses, but not actions taken or processes. The Chief Pharmacist responded that in respect of GPhC, no actions were taken against registrants during the reporting period. He agreed to follow this matter up to ascertain the position as regards HCPC. In response to a question regarding issues raised by a regulator, he explained that following notification of a concern, the regulator would undertake a threshold assessment of the degree of severity, and the majority of cases would be resolved at the first point of contact. Exceptional cases would be taken forward to committee level. Where heads of services had a concern in relation to a registrant, they would notify the Executive Director of Therapies &amp; Health Science or Chief Pharmacist, as appropriate, who would determine with local management what measures needed to be taken. Risk assessments would be undertaken to decide whether to suspend the individual or certain activities. The Executive Director of Workforce &amp; OD would be involved as necessary. Each community pharmacy had its own superintendent who was responsible for escalating concerns to the Chief Pharmacist for action. He quoted a recent example of a case involving the safety of community pharmacy premises.</p> <p>R20.66.2 An Independent Member queried how the processes fit with Health Board governance, and asked if such matters would feed through the Director of Governance role in future. The Acting Chief Executive stated that this could be</p>	<p>BO</p>

<p>considered. The Executive Director of Workforce &amp; OD stated that the matter would be discussed outside the meeting, as further thought also needed to be given to the role of the R&amp;TS Committee in the timely reporting and escalation of significant issues that might impact on the Health Board’s reputation. Other registration bodies such as the Nursing &amp; Midwifery Council (NMC) would also be incorporated into this thinking.</p> <p>R20.66.3 An Independent Member, referring to the fact that no lapses were reported, asked how this compared to the previous year. The Chief Pharmacist confirmed there had again been no lapses, however he did highlight an issue relating to Physician Associates who were not currently members of a professional body. The Health Board needed to decide how best to provide oversight and scrutiny of these non-registrant employees. The Chief Pharmacist added that this was a grey area and these individuals should not be prescribing, therefore additional controls were being introduced and assurance would need to be provided to the Board in due course. The Acting Executive Medical Director joined the meeting and stated that he would pick up this area of concern outside the meeting.</p> <p>R20.66.4 An Independent Member questioned the accuracy of the statement regarding no lapses, as she was aware of lapses in her own area of work in Radiology. The Chief Pharmacist agreed to pick up this issue with the Executive Director of Therapies &amp; Health Science. The Independent Member acknowledged that numbers may be small and the Executive Director of Workforce &amp; OD clarified that temporary lapses that were quickly resolved may not feature in the report. In response to further questions regarding risk, she explained systems in place and triggers within the Electronic Staff Record (ESR). The Chief Pharmacist was thanked and he left the meeting. The report was noted.</p>	<p>SG</p> <p>AG</p> <p>BO</p>
<p><b>R20.67 Case Management - Professional Standards Review</b></p> <p>R20.67.1 The Executive Director of Workforce &amp; OD presented this agenda item. She explained the content of the paper, setting out the measures taken to introduce and improve professional standards in respect of employee relations cases in the Health Board. She highlighted that the length of time taken to deal with such cases was significant and there were currently many live cases. She suggested that the R&amp;TS Committee receive an employee relations professional standards report twice per year.</p> <p>R20.67.2 The Executive Director of Workforce &amp; OD described the ongoing review of the application of professional standards, and the commitment to adhering to the principle of natural justice in the way individuals are treated. They should know what they are alleged to have done, with enough detail to enable them to respond. In the initial assessment, the allegation and how it links to the contract of employment should be clearly articulated. The Executive Director of Workforce &amp; OD advised that lapses had been identified, hence her suggestion to regularly report evidence of compliance and lapses to the Committee. She expressed particular concern regarding the number of cases over 24 weeks, adding that a significant amount of work was underway to understand the delays and what needed to be done to move cases forward in partnership with trade unions.</p>	

<p>R20.67.3 In response to an Independent Member, the Executive Director of Workforce &amp; OD explained that there were different reasons for the delays, and criminal cases such as those involving controlled drugs would require joint working with the Police and Counter Fraud. In safeguarding cases, the police could stipulate that the individual concerned is not alerted to the allegation against them. Discussion ensued regarding ownership of the process at a level lower beneath the Executive, decision making, capacity and investigating officers. Another Independent Member commented that some cases had been delayed for two years in the past, but that significant improvements has been made by the Workforce team more latterly in order to progress investigations, In response to an Independent Member’s observations, the Executive Director of Workforce &amp; OD offered to circulate to Committee members the detail behind the numbers listed as cases over 24 weeks, with particular reference to a comparison with last year, the proportion of the workforce involved and the reasons for the delays.</p> <p>R20.67.4 An Independent Member commented that the report presented, and the offer of future regular reports, was very much welcomed. She added that she looked forward to receiving assurance on how the Health Board was moving towards the principles of better regulation. She hoped that colleagues on the ground were not over-reliant on regulators rather than their own active case management, as she felt there was a tendency to step back and allow registration bodies to gather information. She added that she would like to see training provided for case managers. The Executive Director of Workforce &amp; OD responded that, in her experience, colleagues did not step back to wait for registration bodies to act, due to concerns regarding timeliness, therefore cases were progressed by the Health Board, with the registration element almost becoming a secondary issue. She stated that she would be reflecting on this further with her team. She concurred that significantly more training, competency assessments and refresher sessions for investigating officers needed to take place. There should be a cadre of colleagues who undertake investigations regularly. The report presented was noted and the recommendation to establish a task &amp; finish group agreed.</p>	<p>SG</p>
<p><i>The following agenda items were taken out of sequence on the agenda:</i></p>	
<p><b>R20.69 Annual Raising Concerns/Safe Haven report 2018/19</b></p> <p>R20.69.1 The Acting Executive Medical Director and Lead Manager, Office of the Medical Director, were in attendance for this agenda item. The Acting Executive Medical Director explained the background to the launch of the Safe Haven system. He also updated on activity and proposals, developed following internal and external reviews into the centralisation of vascular services, being incorporated into a wider Raising Concerns review.</p> <p>R20.69.2 The Acting Chief Executive commented that the number of employees raising concerns appeared to be smaller than expected in an organisation with a workforce of 17,000 people. She questioned whether individuals felt unable to access the mechanisms for raising concerns or if the mechanisms were not being appropriately communicated. The Executive Director of Workforce &amp; OD responded that this was a reasonable observation, which would be taken into account as part of the review and proposals going forward. She added that Safe Haven had been</p>	

<p>created as an alternative method of raising concerns if staff were not happy to use standard mechanisms such as Datix and line management.</p> <p>R20.69.3 The Acting Chief Executive wondered whether concerns were being raised in a specific area, and how these were being responded to. She acknowledged that this would be looked at as part of the review, which she stated was very timely. It was noted that the report presented did not pick up concerns coming in via routes other than Safe Haven. An Independent Member concurred that the report was an annual report to provide assurance on the Safe Haven function, and did not contain information on actions taken in respect of the cases, nor specific areas or themes. Therefore significant pieces of information were missing from the report presented, as numbers alone did not provide assurance, however she recognised that the review was taking place. The Lead Manager, Office of the Medical Director, explained that the process had been evolving, with two internal audits currently underway and a commitment to provide evidence of improvements. A data capture system was being developed and steps were being taken to improve communication.</p> <p>R20.69.4 The Executive Director of Workforce &amp; OD advised that an earlier iteration of the report had included a series of recommendations, but given the wider review which could result in changes to format and responsibilities for Safe Haven, the recommendations had been taken out of the version presented. She acknowledged the good work of the Lead Manager and her team, and stated that the organisation needed to be sure that Safe Haven was the way forward. There was a need to learn lessons from other organisations with different ways of managing the raising concerns process. The Acting Executive Medical Director supported what the Executive Director of Workforce &amp; OD had said, adding that the report, inherited in its current form, would act as a catalyst for the way forward. The Independent Member reiterated that she wished to understand the outcomes, lessons learnt and actions taken in relation to the specific cases in the report – not simply receive a description of process. The Lead Manager agreed to circulate additional information after the meeting and she acknowledged that further changes were required for the future.</p> <p>The Committee noted the annual report presented.</p>	<p>MB</p>
<p><b>R20.68 Raising Concerns Review – progress report</b></p> <p>R20.68.1 The Executive Director of Workforce &amp; OD advised that, since the progress report was drafted, her team had been linking with the Executive Director of Nursing &amp; Midwifery and appropriate Associate Director from a patient safety perspective. She asked the Committee to note the work underway and direction of travel, with a view to recommendations being brought to the next meeting. She explained that this needed to be an end to end review, to ensure the creation of an environment where individuals believe they can raise issues without fear of or actual retribution. Effective feedback loops, honest conversations, transparency, consistent methodology and learning lessons would be key.</p> <p>R20.68.2 Discussion ensued on commissioning investigations, engagement, lived experience, Trade Union involvement, and the need to hone the options before submission to the Executive Team with onward submission to the Committee. Further discussion ensued on the recommendations under development, the need</p>	<p>SG</p>

<p>for a designated board member, multi-professional review, demonstrating improvements, investment, support for a radical approach, exit interviews, organisational culture, and the importance of giving feedback to the individual involved in the case.</p> <p>R20.68.3 An Independent Member pointed out that the Health Board could learn from the National Guardian's Office Freedom to Speak Up review. She expressed concerns regarding giving assurances that witness statements would be kept confidential. The Executive Director of Workforce &amp; OD agreed that this could only be done where appropriate. Information gathered and used as part of a disciplinary process would result in the subject getting full disclosure. The Independent Member stated that her concern centred upon protecting the identity of those who raise concerns, not about keeping the concern and evidence confidential where there would be a public interest element. She stressed that properly conducted investigations meant that reports could be written in such a way as to share information from an openness and transparency perspective, whilst protecting the identity of the person raising concerns.</p> <p>R20.68.4 Process was discussed in further detail. The Executive Director of Workforce &amp; OD stated that if a concern was raised regarding patient safety, there should be the same assurance mechanism in place as for other concerns. However, these were currently separate. The Committee indicated support for option 2 in the report, but would also be prepared to explore option 3 if required. The Executive Director of Workforce &amp; OD observed that a combination of options 2 and 3 would be the likely direction of travel, however engagement would be required in the first instance. In response to an Independent Member, she confirmed that the data protection team would be included as part of engagement. The Committee noted the work undertaken to date and the progress made in development of options for consideration.</p>	
<p><b>R20.70 Any other business</b></p> <p>None.</p>	
<p><b>R20.71 Date of next meeting</b></p> <p>The next meeting was scheduled for 12.1.21.</p>	
<p><b>R20.72 Resolution to exclude the press and public and move to private session</b></p> <p>The Committee moved into private session.</p>	

## Remuneration and Terms of Service Committee

### Summary Action Plan - Public

Officer	Minute reference and action agreed	Timescale	Latest update position	Revised timescale
20.7.20:				
S Green	R20.37.2 – RE. Health Board regulatory duty regarding those on its Performers List - currently no oversight of the list and no route for reporting in. Executive Director of Workforce & OD to discuss this matter with the Executive Medical Director and Deputy Responsible Officer, to ascertain their views on the appropriateness of independent contractor issues reporting into the R&TS Committee.	October meeting	Report on Agenda 6.10.20	Closed
S Green	R20.37.3 – Re. high profile disciplinary and tribunals that could threaten the reputation of the Board; Executive Director of Workforce & OD to work up a proposal on the parameters in respect of disciplinary and employment tribunal cases.	October meeting	Underway but delayed. Report to be submitted to the next meeting. Update 25.1.21: To be submitted to Committee at its next meeting in April 2021	April 2021



S Green	R20.41.1 – Re. GMC revalidation update - no assurance provided on what action had been taken leading up to the point that the major decision to defer a revalidation was made. Further detail required on this for assurance purposes.	27.7.20	Acting Medical Director to take forward and report to the next meeting: The Office of the Medical Director reports that the 4 deferrals that made up the 50% of 'unavoidable' were due to interruption to practice. This included 3 on long term sickness and 1 on maternity leave. The individuals that made up these deferrals are being managed in line with appropriate staff absence policies. Those individuals that made up the other 50% are closely monitored by the Deputy Responsible Officer and supported by the Revalidation Team to ensure outstanding requirements are met in time for their deferred revalidation date.	Closed
S Green	R20.41.2 - Executive Director of Workforce & OD to check that revalidation information included in the Integrated Quality & Performance Report (IQPR) was forwarded to the Quality, Safety & Experience (QSE) Committee, and not the Finance & Performance Committee.	October meeting	Acting Medical Director to confirm: The Office of the Medical Director confirmed that appraisal compliance is sent for inclusion in the IQPR on a monthly basis along with any late revalidation submissions. The Performance Team and Committee Secretariat have been reminded that revalidation information must be forwarded to the QSE Committee. There is a need to report on indicators chosen by the Health Board, not just those chosen by the Delivery Unit; The Executive Director of WOD is following this up with the Executive Director of Planning and Performance.	Closed
S Green	R20.42 – Re NMC annual report - figures quoted in the report included nurses who were not Health Board employees. The Chair queried whether there were any trends in the data presented in the report. The Executive Director of Workforce & OD agreed to	October meeting	Acting Director of Nursing to confirm: The Office of the Director of Nursing has confirmed that the NMC Annual Report did cover both current or non-employees; only open cases were included relating to BCU. Trends will be included next time, whilst being mindful of small numbers and person identifiable information	Closed

	check these points with the Executive Director of Nursing & Midwifery.			
6.10.20:				
BO, Chief Pharmacist (in consultation with AT, Executive Director of Therapies & Health Science)	R20.66 Health Care Professions Council (HCPC) and General Pharmaceutical Council Wales (GPhC) Professional Registration Report 2019-2020: the report presented information about lapses, but not actions taken or processes. The Chief Pharmacist responded that in respect of GPhC, no actions were taken against registrants during the reporting period. He agreed to follow this matter up to ascertain the position as regards HCPC.	30.11.20	Chased up 10.11.20 Update 13.1.21 from the Clinical Director, Therapy Services via Chief Pharmacist: The process, and subsequent action if required, to any breach for HCPC registered staff would be in line with BCUHB's Procedure for the checking of registration and qualifications (WP2); Clinical Director asked to confirm that there were no breaches during the 1.4.19-31.3.20 reporting period.	
S Green	R20.66.2 [Health Care Professions Council (HCPC) and General Pharmaceutical Council Wales (GPhC) Professional Registration Report 2019-2020]: An Independent Member ...asked if such matters would feed through the Director of Governance role in future... the matter would be discussed outside the meeting, as further thought also needed to be given to the role of the R&TS Committee in the timely reporting and escalation of significant issues that might impact on the Health Board's reputation. Other registration bodies such as the Nursing & Midwifery Council	30.12.20	Update 25.1.21: Consideration being given to whether this should be incorporated into the "people" governance/delivery structure. Committee comments shared with the Interim Director of Governance.	February 2021

	(NMC) would also be incorporated into this thinking.			
A Guha	R20.66.3 [Health Care Professions Council (HCPC) and General Pharmaceutical Council Wales (GPhC) Professional Registration Report 2019-2020]: ...issue relating to Physician Associates who were not currently members of a professional body... decide how best to provide oversight and scrutiny of these non-registrant employees... these individuals should not be prescribing, therefore additional controls were being introduced. The Acting Executive Medical Director stated that he would pick up this area of concern outside the meeting.	30.11.20	Reminded 10.11.20. Responded 10.11.20 confirming that this would be picked up outside the meeting.	Closed
BO, Chief Pharmacist (in consultation with AT, Executive Director of Therapies & Health Science)	R20.66.4 [Health Care Professions Council (HCPC) and General Pharmaceutical Council Wales (GPhC) Professional Registration Report 2019-2020]: An Independent Member questioned the accuracy of the statement regarding no lapses, as she was aware of lapses in her own area of work in Radiology... The Chief Pharmacist agreed to pick up this issue with the Executive Director of Therapies & Health Science.	30.11.20	Update 13.1.21 from Clinical Director, Therapy Services via Chief Pharmacist: The Professional lead for Radiography in BCUHB has reconfirmed that there were no breaches in the period 1st April 2019 to 31 <sup>st</sup> March 2020.	
S Green	R20.67.3 [Case Management - Professional Standards Review]: the Executive Director of Workforce & OD offered to circulate to Committee	30.11.20	Update 25.1.21: Delayed due to COVID response. To be circulated by end of February at the latest.	28.2.21

	members the detail behind the numbers listed as cases over 24 weeks, with particular reference to a comparison with last year, the proportion of the workforce involved and the reasons for the delays.			
M Baker (Lead Manager, OMD)	R20.69.4 [Annual Raising Concerns/Safe Haven report 2018/19]: The Independent Member reiterated that she wished to understand the outcomes, lessons learnt and actions taken in relation to the specific cases in the report – not simply receive a description of process. The Lead Manager agreed to circulate additional information after the meeting.	30.11.20	Chased up 10.11.20, Lead Manager responded 10.11.20 to say that the action would be completed. Not received, chased up again 25.1.21. Lead Manager responded: response was delayed due to her sickness absence and now due to COvid-19 redeployment.	

V35 25.1.21

**Betsi Cadwaladr University Health Board**  
**Terms of Reference and Operating Arrangements**

**REMUNERATION AND TERMS OF SERVICE  
COMMITTEE**

**1. INTRODUCTION**

**1.1** The Board shall establish a committee to be known as the Remuneration and Terms of Service Committee (**R&TS**). The detailed terms of reference and operating arrangements in respect of this Committee are set out below.

**2. PURPOSE**

**2.1** The purpose of the Committee is to provide:

- advice to the Board on remuneration and terms of service for the Chief Executive, Executive Directors and other senior staff within the framework set by the Welsh Government;
- assurance to the Board in relation to the Health Board's arrangements for the remuneration and terms of service, including contractual arrangements, for *all staff*, in accordance with the requirements and standards determined for the NHS in Wales; and
- to perform certain, specific functions as delegated by the Board and listed below.

**3. DELEGATED POWERS AND AUTHORITY**

**3.1** The Committee, in respect of its provision of advice and assurance will and is authorised by the Board to: -

**3.1.1** comment specifically upon

- the remuneration and terms of service for the Chief Executive, Executive Directors and other Very Senior Managers (VSMs) not covered by Agenda for Change; ensuring that the policies on remuneration and terms of service as determined from time to time by the Welsh Government are applied consistently;
- and to be sighted on the objectives set by the Chief Executive for his immediate team, confirm that Directors have had objectives set, and that appropriate and timely performance reviews have taken place
- proposals to make additional payments to consultants;
- proposals regarding termination arrangements, ensuring the proper calculation and scrutiny of termination payments in accordance with the relevant Welsh Government guidance.
- removal and relocation expenses

- 3.1.2 consider and approve Voluntary Early Release scheme applications and severance payments in line with Standing Orders and extant Welsh Government guidance.
- 3.1.3 monitor compliance with issues of professional registration, including the revalidation processes for medical and dental staff and registered nurses, midwives and health visitors and Allied registered professionals.
- 3.1.4 monitor and review risks from the Corporate Risk Register that are assigned to the Committee by the Board and advise the Board on the appropriateness of the scoring and mitigating actions in place;
- 3.1.5 investigate or have investigated any activity (clinical and non-clinical) within its terms of reference. It may seek relevant information from any:
- employee (and all employees are directed to cooperate with any legitimate request made by the Committee); and
  - other committee, sub-committee or group set up by the Board to assist it in the delivery of its functions.
- 3.1.6 obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements;
- 3.1.7 consider and where appropriate, approve on behalf of the Board any policy within the remit of the Committee's business including approval of Workforce policies.
- 3.1.8 consider reports on behalf of the Board giving an account of progress where any exclusion in respect of Upholding Professional Standards in Wales (UPSW) has lasted more than six months.
- 3.1.9 consider reports on behalf of the Board giving an account of progress on performers list regulatory cases.
- 3.1.10 consider reports on behalf of the Board on the position as regards whistleblowing and Safe haven.

#### **4. SUB-COMMITTEES**

- 4.1** The Committee may, subject to the approval of the Health Board, establish sub-committees or task and finish groups to carry out on its behalf specific aspects of Committee business.

#### **5. MEMBERSHIP**

## **5.1 Members**

- Four Independent Members of the Board
- The Chair of the Audit Committee will be appointed to this Committee either as Vice-Chair or a member.

## **5.2 In attendance**

- Chief Executive Officer
- Executive Director of Workforce and Organisational Development (Lead Director)
- Executive Medical Director

Other Directors will attend as required by the Committee Chair, as well any others from within or outside the organisation who the Committee considers should attend, taking into account the matters under consideration at each meeting. A Trade Union Partner Chair of the Local Partnership Forum will be in attendance at meetings held in public as an ex-officio member.

The Executive Director of Finance may be invited to attend as required, and will be consulted on any paper to be submitted to the Committee which may have financial implications.

## **5.3 Member Appointments**

5.3.1 The membership of the Committee shall be determined by the Chairman of the Board taking account of the balance of skills and expertise necessary to deliver the Committee's remit and subject to any specific requirements or directions made by the Welsh Government. This includes the appointment of the Chair and Vice-Chair of the Committee who shall be Independent Members.

5.3.2 Appointed Independent Members shall hold office on the Committee for a period of up to 4 years. Tenure of appointments will be staggered to ensure business continuity. A member may resign or be removed by the Chairman of the Board. Independent Members may be reappointed to the Committee up to a maximum period of 8 years.

## **5.4 Secretariat**

5.4.1 Secretary: as determined by the Board Secretary.

## **5.5 Support to Committee Members**

5.5.1 The Board Secretary, on behalf of the Committee Chair, shall:

- Arrange the provision of advice and support to Committee members on any aspect related to the conduct of their role; and
- Ensure the provision of a programme of development for Committee members as part of the overall Board Development programme.

## **6. COMMITTEE MEETINGS**

### **6.1 Quorum**

6.1.1 At least two Independent Members must be present to ensure the quorum of the Committee, one of whom should be the Committee Chair or Vice-Chair. In the interests of effective governance it is expected that at least two Executive Directors will also be in attendance.

### **6.2 Frequency of Meetings**

6.2.1 The Chair of the Committee, in agreement with Committee Members, shall determine the timing and frequency of meetings, as deemed necessary. It is expected that the Committee shall meet at least once a year, consistent with the Health Board's annual plan of Board Business.

### **6.3 Withdrawal of individuals in attendance**

6.3.1 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **7. RELATIONSHIP AND ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES**

7.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.

7.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these Terms of Reference.

7.3 The Committee, through its Chair and members, shall work closely with the Board's other Committees to provide advice and assurance to the Board through the:

7.3.1 joint planning and co-ordination of Board and Committee business; and

7.3.2 sharing of information

in doing so, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements.

7.4 The Committee shall embed the corporate goals and priorities through the conduct of its business and in doing and transacting its business shall seek assurance that adequate consideration has been given to the sustainable



development principle and in meeting the requirements of the Well-Being of Future Generations Act.

## **8. REPORTING AND ASSURANCE ARRANGEMENTS**

**8.1** The Committee Chair shall:

8.1.1 report formally, regularly and on a timely basis to the Board on the Committee's activities, via the Chair's assurance report as well as the presentation of an annual Committee report;

8.1.2 ensure appropriate escalation arrangements are in place to alert the Health Board Chair, Chief Executive or Chairs' of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Health Board.

**8.2** The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation.

## **9. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS**

**9.1** The requirements for the conduct of business as set out in the Standing Orders are equally applicable to the operation of the Committee, except in the following areas:

- Quorum

## **10. REVIEW**

**10.1** These terms of reference and operating arrangements shall be reviewed annually by the Committee and any changes recommended to the Board for approval.

### **Date of approval**

Audit Committee

Health Board –